

Incitec Pivot Limited

Australian Whistleblower Protection Policy

Adopted by the Board on 19 December 2019

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Australian Whistleblower Protection Policy

1 Introduction and purpose

Incitec Pivot Limited and its Australian incorporated subsidiaries, and related bodies corporate ("Incitec Pivot") are committed to a culture of compliance, ethical behaviour and good corporate governance. As part of that commitment, we encourage and empower our staff to speak up and voice concerns.

Our Group Whistleblower Protection Policy encourages employees to report improper, illegal and unethical conduct within the Group.

Due to the specific obligations and protections available under Australian law in relation to whistleblowers, Incitec Pivot Limited has adopted this Australian Whistleblower Protection Policy ("Policy") as a supplement to the Group Whistleblower Protection Policy.

This Policy aims to:

- encourage the reporting of misconduct or improper business conduct within Incitec Pivot ; and
- outline the legal protections available to whistleblowers under Australian law and this Policy.

To the extent of any inconsistency between this Policy and the Group Whistleblower Protection Policy, this Policy will apply.

Nothing in this Policy should be taken as restricting you from reporting any matter under the Group Whistleblower Protection Policy or to your Manager in the ordinary course.

2 Who does this Policy apply to?

This Policy applies to current and former:

- officers and associates of Incitec Pivot Limited and its Australian incorporated subsidiaries (for example, a director or corporate secretary);
- employees of Incitec Pivot Limited and its Australian incorporated subsidiaries;
- suppliers of goods or services (whether paid or unpaid) to Incitec Pivot Limited and its Australian incorporated subsidiaries and their employees;
- relatives, dependants and spouses of all of the above,

(referred to below as "you" or "whistleblower/s").

3 What is reportable under this Policy?

If you have concerns about conduct within Incitec Pivot which you have reasonable grounds to suspect is misconduct or concerns an improper state of affairs or circumstances in relation to Incitec Pivot, you may raise those concerns under this Policy ("Eligible Report/s").

By way of example, the types of misconduct that may be the subject of an Eligible Report include illegal conduct, fraud, negligence, dishonest, unethical or corrupt conduct.

The conduct you report under this Policy does **not** have to involve the breach of particular law to qualify as an Eligible Report. You can also still qualify for protection if your report turns out to be incorrect.

Only Eligible Reports qualify for protection under Australian law and this Policy. Reports relating to breaches of Incitec Pivot's policies and procedures, which do not rise to the level of misconduct or an improper state of affairs as described above, are not Eligible Reports.

Additionally, reports that relate solely to **personal work-related grievances**, and that do not relate to a detriment or threat of detriment to you, are not Eligible Reports and therefore do not qualify for protection under this Policy.

Personal work-related grievances are grievances which relate to your current or former employment and have implications for you personally, but do not have any other significant implications for Incitec Pivot. Examples of personal work-related grievances are:

- an interpersonal conflict between you and another employee;
- a decision relating to your engagement, transfer or promotion;
- a decision relating to the terms and conditions of your engagement;
- a decision to suspend, terminate or discipline you in line with applicable policies or procedures.

For personal work-related grievances, you are encouraged to contact your direct Manager, Plant Manager or HR contact.

Please note that a decision about, or including, a personal work-related grievance may still qualify for protection if:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (a mixed report);
- Incitec Pivot has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the report relates to information that suggests misconduct beyond your personal circumstances;
- you are suffering from or are being threatened with detriment for

making a report (see section 5 below); or

- you seek legal advice or representation about the operation of the whistleblower protections under the Corporations Act.

4 **How to make an Eligible Report**

To qualify for protection under Australian law and this Policy, you must make an Eligible Report to an "Eligible Recipient".

Incitec Pivot's Whistleblower Hotline ("Navex Global") is its preferred Eligible Recipient. Incitec Pivot encourages whistleblowers to report concerns via the Whistleblower Hotline so that it may action those concerns promptly.

"Navex Global" is an externally managed, worldwide service that is multi-lingual, confidential and anonymous (if you wish). "Navex Global" may be contacted at any time and can take reports in English, French, Spanish, Chinese, Turkish and Bahasa. "Navex Global" can be contacted in the following ways:

Online:

<https://incitecpivot.tnwreports.com/>

Phone:

Australia: 1800 743 483

You can also report your concerns to the Australian Whistleblower Protection Officers, who are:

Group General Counsel

Ms Loretta O'Hanlon

Email: loretta.o'hanlon@incitecpivot.com.au

Phone: +61 3 8695 4650

Chief Risk Officer

Mr Geoff McMurray

Email: geoff.mcmurray@incitecpivot.com.au

Phone: +61 3 8695 4553

Other Eligible Recipients to whom you can make reports are:

- Incitec Pivot's senior managers (ie, members of the Executive Team reporting directly to the MD & CEO);
- Incitec Pivot's officers (ie, directors and company secretaries);
- Incitec Pivot's internal or external auditors;
- Incitec Pivot's actuaries; and
- if the report relates to Incitec Pivot's tax affairs, an employee or officer who has functions or duties that relate to Incitec Pivot's Australian tax affairs (ie, the Group Tax Manager), or a registered tax agent or BAS agent of the company.

You may also make a report to ASIC, APRA or the Commissioner of Taxation, or a legal practitioner if the report is made for the purpose of obtaining legal advice or representation in relation to the Australian whistleblower laws. Please note that Incitec Pivot's in-house and external lawyers act for Incitec Pivot and cannot provide personal legal advice.

In certain circumstances concerning the public interest or emergencies, you may also make a report to a journalist or parliamentarian. Those circumstances are set out in section 1317AAD of the *Corporations Act 2001*. It is important that you understand the criteria contained in section 1317AAD and seek independent legal advice before making a public interest or emergency disclosure.

Reports that are made to any person other than those listed above will not qualify for protection under Australian law.

Eligible Reports may be made anonymously and still qualify for protection under Australian law and this Policy. You can choose to remain anonymous when making a report, over the course of any investigation, and after the investigation is finalised. However, anonymity may affect the ability of Incitec Pivot to investigate the matter effectively and to communicate with you about outcomes of that investigation.

5 Legal protections

Eligible Reports made to Eligible Recipients qualify for various protections under Australian law and this Policy.

Identity protection (confidentiality)

It is illegal for a person to identify a whistleblower or to reveal information that could lead to a whistleblower's identification in connection with an Eligible Report, **except** if the person discloses that information:

- to ASIC, APRA, or a member of the Australian Federal Police;
- to a legal practitioner for the purpose of obtaining legal advice or representation about the whistleblower laws; or
- with your consent.

Additionally, if it is reasonably necessary for the purposes of investigating an Eligible Report and where a person has taken reasonable steps to protect a whistleblower's identity, that person may disclose information that could lead to a whistleblower's identification during the course of an investigation.

In practice, Incitec Pivot will protect the confidentiality of a whistleblower's identity in connection with an Eligible Report by:

- training Eligible Recipients on their confidentiality obligations;
- redacting personal or potentially identifying information from

written reports;

- storing paper and electronic records securely; and
- restricting access to information to appropriate persons.

Protection from detrimental conduct

Whistleblowers and other people will be protected from detrimental conduct or threats of detrimental conduct in relation to Eligible Reports.

Detrimental conduct includes: dismissal; injury in employment; alteration of position or duties to an employee's disadvantage; discrimination; harassment or intimidation; harm or injury to a person, including psychological harm; damage to a person's property; damage to a person's reputation; damage to a person's business or financial position; and any other damage.

Detrimental conduct does **not** include:

- administrative action that is reasonable for the purpose of protecting a whistleblower from detriment (eg, moving a whistleblower who has made a report about their immediate work area to another office);
- managing a whistleblower's unsatisfactory work performance, if the action is in line with Incitec Pivot's performance management framework.

In practice, Incitec Pivot will protect whistleblowers from detriment in relation to an Eligible Report by:

- assessing the risk of detrimental conduct to a whistleblower as soon as possible after receiving an Eligible Report and implementing appropriate strategies to manage that risk;
- training Eligible Recipients on their obligations in relation to detrimental conduct;
- supporting the whistleblower throughout the process in accordance with Incitec Pivot's internal policies and procedures and the law;
- ensuring appropriate grievance mechanisms in relation to reporting detrimental conduct; and
- reminding whistleblowers that they may seek independent legal advice or contact regulatory bodies if they believe they have suffered detriment.

Compensation and remedies

Under Australian law, a whistleblower who makes an Eligible Report (or any other employee or person) can seek compensation and other

remedies through the courts if:

- they suffer loss, damage or injury because of an Eligible Report; and
- the relevant Incitec Pivot entity failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Incitec Pivot encourages you to seek independent legal advice in relation to compensation and remedies.

Liability protection

A whistleblower who makes an Eligible Report is protected from the following in relation to the Eligible Report:

- civil liability (eg, legal action against the whistleblower for breach of contract);
- criminal liability (eg, attempted prosecution of the whistleblower for releasing information); and
- administrative liability (eg, disciplinary action for making the Eligible Report).

However, Australian law does not grant immunity for any misconduct a whistleblower has engaged in that is revealed in their Eligible Report. Australian law also does not protect persons who deliberately make false reports.

6 Handling an Eligible Report

Incitec Pivot will treat Eligible Reports seriously and respectfully. If appropriate, they will be investigated promptly and in a fair and objective manner.

Once an Eligible Recipient receives an Eligible Report, the key next steps are:

1. the Eligible Recipient will communicate the Eligible Report to the Australian Whistleblower Protection Officer (preserving confidentiality if the whistleblower has not provided consent for their identity to be revealed);
2. the Australian Whistleblower Protection Officer will review the Eligible Report and determine whether it qualifies for protection under this Policy and whether further investigation is necessary;
3. if so, the Australian Whistleblower Protection Officer (or her delegate) will investigate the matters raised in the Eligible Report as appropriate, seeking input from relevant subject matter experts if necessary, to determine whether the whistleblower's concerns are substantiated; and
4. if substantiated, Incitec Pivot will take appropriate remedial action.

If appropriate and practical to do so, the Australian Whistleblower Protection Officer or the Eligible Recipient will provide updates to the whistleblower during the course of the investigation, and will communicate the outcome of their assessment and/or investigation to the whistleblower.

As noted in Part 7 above, unless the whistleblower's consent is obtained, information that could lead to identification of the whistleblower will only be disclosed to the extent reasonably necessary to investigate the matter. The Eligible Recipient and the Australian Whistleblower Protection Officer must also take all reasonable steps to reduce the risk that the whistleblower will be identified as a result of the substance of the report becoming known. However, the Australian Whistleblower Protection Officer may not be able to undertake an effective investigation if a report is made anonymously and the whistleblower has not provided, or is unwilling to provide, a means of contacting them.

Provided that you have reasonable grounds to suspect the matters contained in an Eligible Report, you will not be subject to disciplinary sanctions for making it. However false reporting, under this Policy or otherwise, will be treated as a serious disciplinary matter.

If you are the subject of an Eligible Report, Incitec Pivot will ensure fair treatment by:

- where appropriate, providing you with notice of relevant matters and a chance to respond;
- maintaining, as far as possible, the confidentiality of the subject matter of the Eligible Report within Incitec Pivot; and
- appointing an investigator who is independent of both the whistleblower and any persons referred to in the Eligible Report.

7 Publication

This Policy is made available to Incitec Pivot's current officers and employees on The Hub, Incitec Pivot's intranet site.

This Policy is also publicly available via the Incitec Pivot website.